

Manitoba Runners' Association Inc.

Bylaws

Revised April 10, 2023

ARTICLE 1: GENERAL

- 1.1 Purpose: The purpose of the Manitoba Runners' Association Inc. (MRA) is to promote, encourage, and develop participation and excellence in all types of running, and to promote and conduct races, or other activities related to running. The MRA is a member-based, not-for-profit sport organization; a corporation without share capital, incorporated under the Act.

ARTICLE 2: MEMBERSHIP

- 2.1 Membership Policy: From time to time, the Board shall define and publish a Membership Policy. The Policy shall include categories and conditions of membership, admission requirements, dues, voting rights, benefits, and responsibilities.
- 2.2 Member Responsibilities: Members agree to uphold the responsibilities and conditions of membership as set out in the Membership Policy.
- 2.3 Discipline: From time to time, the Board shall define and publish a Disciplinary Action Policy. A Member may be disciplined by the Board for failing to uphold the responsibilities and conditions of membership.
- 2.4 No Gain for Members: All activities of the MRA shall be carried out without the purpose of financial gain for its Members. Any profits or other financial benefits to the MRA shall be used in promoting its objectives.

ARTICLE 3: MEETINGS OF MEMBERS

- 3.1 Meetings: Meetings of Members shall include an Annual General Meeting and any Special General Meetings.
- 3.2 Meeting Policy: From time to time, the Board shall define and publish a Meeting Policy.
- 3.3 Annual General Meeting: The Board shall call an Annual General Meeting of Members each calendar year before April 30. The Annual General Meeting shall be held in Manitoba.
- 3.4 Special General Meeting: The Board may call a Special General Meeting of the Members at any time for any purpose. Upon the written request of seven or more Members to the President (which request shall include the reasons for the request and proposed agenda), the Board shall call a Special General Meeting within 30 days in accordance with the Meeting Policy.
- 3.5 Notice of Meetings: At least 21 days prior, the Board shall provide written notice to each Member of the Annual General Meeting or any Special General Meeting.
- 3.6 Quorum: Seven Members present at the Annual or Special General Meeting shall constitute a quorum to conduct business.

- 3.7 Voting Rights: MRA's Membership Policy shall establish which categories of membership provide voting rights. Members with voting rights may vote at all Meetings of Members.
- 3.8 Determination of Votes: Votes shall be determined by a show of hands unless a secret ballot is requested by the majority of Members voting, and except in the case of elections which always require a secret ballot. Secret balloting shall take place as set out in the Governance Policy.
- 3.9 Majority of Votes: A majority of votes cast shall decide each issue. The Chair shall not vote except to break a tie.
- 3.10 Proxy Voting: There shall be no voting by proxy.
- 3.11 Scrutineers: The Board may appoint one or more scrutineers who shall be responsible for ensuring that votes are properly cast, counted, and then destroyed.

ARTICLE 4: GOVERNANCE

- 4.1 Number of Directors: The Board shall consist of not less than five and not more than 11 Directors. The Executive Director shall be an ex-officio member of the Board and shall have no vote. Subject to the Articles of Incorporation as may be amended from time-to-time, the number of Directors for the Board shall be recommended by the Governance Committee and approved by the Members at the Annual General Meeting.
- 4.2 Additional Directors: So long as the number of Directors remains less than 11, the Board may appoint additional Directors by a resolution passed by a majority vote. Any Directors so appointed shall hold office until the conclusion of the next Annual General Meeting.
- 4.3 Eligibility to Serve as a Director: Directors must be Members of the MRA, 17 years of age or older as of January 1, who are not employees of the MRA, who have not been declared incapable by a court, and who do not have the status of bankrupt.
- 4.4 Term: Elected Directors shall serve a term of approximately two years, unless they vacate or are removed from their office earlier. To allow for consistency on the Board, approximately half the Director positions shall be filled in even years, half in odd years. A Director's term shall commence immediately after the Annual General Meeting at which they are elected, and shall end at the conclusion of the second Annual General Meeting after their election.
- 4.5 Nomination of Directors: The following shall govern the nomination of Directors:
- 4.5.1 The Governance Committee shall put forward names of Members for election as a Director.
- 4.5.2 Any Member may nominate another Member for election as a Director. Such nomination shall be submitted to the Chair of the Governance Committee in writing 14 days prior to the Annual General Meeting, and shall include the written consent of the nominee by signed or electronic signature.
- 4.5.3 Valid nominations shall be circulated to Members in writing seven days prior to the Annual General Meeting.

- 4.6 Election of Directors: The election of Directors to the Board shall take place annually at the Annual General Meeting as follows:
- 4.6.1 Unless there are more nominees than available Director positions, each Director shall be elected by a majority of votes cast by Members at the Annual General Meeting.
 - 4.6.2 In the event there are more nominees than available Director positions, Directors shall be elected through a ballot as specified in the MRA's Governance Policy.
- 4.7 Re-election: Directors shall be eligible for re-election as Directors.
- 4.8 Resignation of Director: A Director may resign from the Board at any time by presenting notice of resignation to the Board. This resignation shall become effective on the date on which the written notice of resignation is received by the President, or at the time specified in the notice, whichever is later.
- 4.9 Vacated Office: The office of any Director shall be vacated automatically should the Director cease to be a Member, or should the Director be removed.
- 4.10 Removal of Director: A Director may be removed by a majority of votes cast by Members at a Meeting of Members, provided the Director has been given reasonable written notice thereof, and the opportunity to be present and to be heard at such a meeting.
- 4.11 Meetings of Directors: The following shall govern Meetings of the Board:
- 4.11.1 Meetings of the Board shall be called, chaired, and conducted according to the Meeting Policy.
 - 4.11.2 A majority of Directors shall constitute a quorum for the transaction of business at any Meeting of the Board.
 - 4.11.3 Number of Meetings: Meetings of the Board shall be held at least 6 times a year.
 - 4.11.4 Majority of Votes: Each Director shall have one vote. Voting shall be by a show of hands, written, or orally unless a majority of Directors present request a secret ballot. Motions shall be passed by a majority of votes cast. In the event of a tie, the Chair shall cast the deciding vote.
- 4.12 Resolutions: A resolution in writing, signed by a majority of Directors and placed with the minutes of the Board is valid and effective as if regularly passed at a Meeting of the Board.
- 4.13 Duties of Directors: Every Director shall:
- 4.13.1 Act honestly and in good faith with a view to the best interests of the MRA, and
 - 4.13.2 Exercise the care, diligence and skill that a reasonable prudent person would exercise in comparable circumstances.

- 4.14 Powers of the Board: Except as otherwise provided in the Act or these Bylaws, the Board has the powers of the MRA and may delegate any of its powers, duties and functions. The Board is empowered to:
- 4.14.1 Make policies or manage the affairs of the MRA in accordance with the Act and these Bylaws.
 - 4.14.2 Make policies relating to the management of disputes within the MRA and deal with disputes in accordance with such policies.
 - 4.14.3 Employ or engage under contract such persons as it deems necessary to carry out the work of the MRA.
 - 4.14.4 Enable the MRA to receive donations and benefits for the purpose of furthering the objectives and purposes of the MRA.
 - 4.14.5 Make expenditures for the purpose of furthering the objectives and purposes of the MRA.
 - 4.14.6 Borrow money upon the credit of the MRA as it deems necessary in accordance with these Bylaws.
 - 4.14.7 Perform any other duties from time to time as may be in the best interests of the MRA.
- 4.15 No Remuneration: All Directors and members of Committees shall serve their term of office without remuneration or other financial benefit except for reimbursement of expenses for purchased goods and services as approved by the Board.
- 4.16 Conflict of Interest: A Director or member of a Committee who has an interest or perceived interest in a proposed contract or transaction with the MRA shall:
- 4.16.1 Disclose fully and promptly the nature and extent of such interest to the Board.
 - 4.16.2 Refrain from voting or speaking in debate on such contract or transaction.
 - 4.16.3 Refrain from influencing the decisions on such contract of transaction.

ARTICLE 5: COMMITTEES OF THE BOARD

- 5.1 Executive Committee: At its first meeting following the Annual General Meeting, the Board shall appoint an Executive Committee from its Directors. The Executive Committee shall be comprised of at least three Directors, including one who acts as President. The Executive Committee shall have the authority to oversee the implementation of Board policies, to select and oversee the Executive Director, and to perform such other duties as prescribed from time to time by the Board.
- 5.2 Governance Committee: At its first meeting following the Annual General Meeting, the Board shall appoint a Governance Committee from its Directors. The Governance Committee shall have the primary responsibility for the nomination, election, orientation, and education of Board members. The Governance Committee shall also regularly review Bylaws, Committee

terms of reference, and Board policies. The Governance Committee shall also perform such other duties as prescribed from time to time by the Board.

- 5.3 Other Committees: The Board may establish or revoke any other Standing or Ad-Hoc Committees that it deems necessary to manage the affairs of the MRA and may appoint Members to those committees.
- 5.4 Committee Policy: From time to time, the Board shall define and publish a Committee Policy. The Policy shall include the duties of the Executive members, the terms of reference of the Committees, and the process for appointments to Committees.
- 5.5 Ex-officio Attendees: The President and Executive Director may attend any Committee meeting, but shall have no vote.

ARTICLE 6: FINANCE AND MANAGEMENT

- 6.1 Financial Policy: From time to time, the Board shall define and publish a Financial Policy. The Policy shall include signing authorities, spending limits, banking, asset management, record keeping, and other matters deemed necessary to the good financial management of the MRA's affairs.
- 6.2 Fiscal Year: The fiscal year of the MRA shall be January 1 to December 31.
- 6.3 Financial Transactions: Upon receipt, all securities, monies and cheques to the MRA shall be deposited in one of the MRA's bank accounts.
- 6.4 Annual Budget: Each year, in consultation with the Executive Committee, the Executive Director shall produce a formal Budget proposal for discussion and approval at a Board Meeting.
- 6.5 Annual Financial Statements: The Board shall approve the Financial Statements of the previous fiscal year (evidenced by signature of at least two Directors) at least one month before the Annual General Meeting. The Treasurer shall present the approved Financial Statements to the Members at the Annual General Meeting. A copy of the Annual Financial Statements shall be made available to Members not less than seven days before the Annual General Meeting.
- 6.6 Property: The MRA may acquire, lease, sell or otherwise dispose of securities, lands, buildings, equipment, other properties or any rights or interest therein, for such consideration and upon such terms and conditions as the Board may determine.
- 6.7 Borrowing: The MRA may borrow funds upon such terms and conditions as the Board may determine.

ARTICLE 7: AMENDMENTS OF THE BYLAWS

- 7.1 Amendment by Directors: These Bylaws may be amended, revised, repealed or added to by a majority of votes cast by the Directors at any Meeting of Directors. Amendments resolved by Directors take effect immediately.
 - 7.1.1 The Board must notify Members of any Amendment by Directors within seven days of the amendment.

7.1.2 Amendments by Directors must be ratified by two thirds of the voting Members in attendance at the next Meeting of Members. If an amendment by Directors is not ratified by the Members at the next Meeting of Members, it ceases to take effect immediately.

7.2 Amendment by Member Proposal: Upon the written request of seven or more Members to the President by January 31 (which request shall include the proposed amendments), the Board shall submit amendments from Members to a vote at the next Annual General Meeting. Amendments requested by Members must be approved by two thirds of the voting Members in attendance at the Annual General Meeting. Amendments resolved by Member Proposal take effect immediately.

ARTICLE 8: MISCELLANEOUS PROVISIONS

8.1 Head Office: The Head Office of the Association shall be situated in the Province of Manitoba.

8.2 Notice: Notices to Members mean written or electronic notice provided to the contact information on file for the Member. The date of notice shall be the date the notice was distributed.

8.3 The Act: Within these Bylaws, references to the "Act" mean The Corporations Act, C.C.S.M. c. C225.

8.4 Dissolution: The MRA may be dissolved in accordance with the Act.

8.5 Indemnification: The MRA shall indemnify and hold harmless out of the funds of the MRA each Director and any individual who acts at the MRA's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgement, which may arise or be incurred as a result of occupying the position or performing the duties of a Director and any individual who acts at the MRA's request in a similar capacity.

8.6 No Indemnification: The MRA shall not indemnify a Director or any individual who acts at the MRA's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon him or her under the Act. For further clarity, the MRA shall not indemnify an individual unless:

8.6.1 The individual acted honestly and in good faith with a view to the best interests of the MRA.

8.6.2 If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

8.7 Directors Insurance: The MRA shall, at all times, maintain in force liability insurance for all Directors.

8.8 Interpretation: Words importing the singular shall include the plural and vice versa. Words importing the masculine shall include the feminine and vice versa, and words importing persons shall include bodies corporate.

ARTICLE 9: ADOPTION OF THESE BYLAWS

9.1 Ratification: These Bylaws were ratified by two thirds of the voting Members in attendance at a Meeting of Members duly called and held on April 12, 2021, and updated as outlined in ARTICLE 7: Amendments of the Bylaws.

9.2 Repeal of Prior Bylaws: In ratifying these Bylaws, the Members of the MRA repeal all prior Bylaws of the MRA provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.



Derek Boutang

April 10, 2023

Signature of President

Printed Name of President

Date



Lorraine Walton

April 10, 2023

Signature of Secretary

Printed Name of Secretary

Date